

SUZANO PAPEL E CELULOSE S.A.

Publicly Held Company

Corporate Taxpayer ID (CNPJ/MF): 16.404.287/0001-55

Company Registry (NIRE): 29.300.016.331

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

On January 7, 2013, at 6:00 p.m., at Av. Brigadeiro Faria Lima, 1355 - 9º andar, Bairro Pinheiros, CEP 01452-919 in the City and State of São Paulo, the Board of Directors of Suzano Papel e Celulose S.A. (“Company”) convened with the undersigned Directors in attendance. Mr. David Feffer, Chairman of the Board of Directors, presided over the meeting and invited me, Maria Cecilia Castro Neves Ipiña, to act as Secretary. Next, he clarified that the agenda of the meeting was the appointment of a member to the Management Committee, in view of the resignation submitted by Mr. Antonio dos Santos Maciel Neto from said committee. Once the matter was discussed and voted on, the Board of Directors approved, by unanimous vote, the appointment as member of the Management Committee of the Company, with term of office ending at the Board of Directors’ Meeting to be held immediately after the Annual Shareholders’ Meeting of 2013, of Mr. **WALTER SCHALKA** (individual taxpayer ID. (CPF/MF): 060.533.238-02 – identification document (RG): 6.567.956-8), Brazilian, married, engineer, with business address at Avenida Brigadeiro Faria Lima, 1355 – 8º andar, Bairro Pinheiros, CEP 01452-919, in the city and state of São Paulo. The Management Committee shall therefore be composed as follows: David Feffer (Coordinator), Walter Schalka, Murilo Cesar Lemos dos Santos Passos, Claudio Thomaz Lobo Sonder and Marcelo Feriozzi Bacci. There being no further matters to address, the meeting was adjourned for the drawing up of these minutes, which were read, approved and signed by all present. São Paulo, January 7, 2013.

David Feffer
Chairman of the Meeting and Chairman of the
Board

Maria Cecilia Castro Neves Ipiña
Secretary

Boris Tabacof
Vice Chairman of the Board

Daniel Feffer
Vice Chairman of the Board

Antonio de Souza Corrêa Meyer
Director

Claudio Thomaz Lobo Sonder
Director

Jorge Feffer
Director

Marco Antonio Bologna
Director

Oscar de Paula Bernardes Neto
Director